



bpost

Company limited by shares under public law

Centre Monnaie/Muntcentrum, 1000 Brussels

Enterprise no. 214.596.464 (RLE Brussels)

("bpost SA/NV")

CONVENING NOTICE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF 13 MAY 2015 AT 10 AM

The Board of Directors hereby invites the shareholders of bpost SA/NV (the "Company") to attend the Ordinary General Meeting of Shareholders of the Company (the "Meeting"), which will be held at Diamant Brussels Conference & Business Centre, Bd. A. Reyers 80, 1030 Brussels (Belgium), on **Wednesday, 13 May 2015 at 10 AM (CET)**.

An access map to the Meeting is available on the Company's website. Persons attending the Meeting are invited to arrive at **9 am (CET)** in order to complete the registration formalities.

The agenda of the Meeting is as follows:

- 1. Management report by the Board of Directors on the financial year closed on December 31, 2014.**
- 2. Report by the Statutory Auditors on the financial year closed on December 31, 2014.**
- 3. Presentation of the consolidated annual accounts of the bpost Group as at December 31, 2014.**
- 4. Approval of the statutory annual accounts of bpost SA/NV as at December 31, 2014 including allocation of the result.**

Proposed resolution: the General Meeting of Shareholders resolves to approve the statutory annual accounts of bpost SA/NV relating to the financial year closed on December 31, 2014 and the allocation of the profits reflected therein as well as the distribution of a gross dividend of 1.26 EUR per share. After deduction of the interim dividend of 1.04 EUR gross paid on December 10, 2014, the balance of the dividend will amount to 0.22 EUR gross, payable as of May 20, 2015.

- 5. Approval of the remuneration report for the financial year closed on December 31, 2014.**

Proposed resolution: *the General Meeting of Shareholders resolves to approve the remuneration report for the financial year closed on December 31, 2014.*

6. Discharge to the Directors.

Proposed resolution: *the General Meeting of Shareholders resolves to grant discharge to the Directors for the exercise of their mandate during the financial year closed on December 31, 2014, including the Directors who were appointed in 2014 and those who resigned in 2014.*

7. Discharge to the Statutory Auditors.

Proposed resolution: *the General Meeting of Shareholders resolves to grant discharge to the Statutory Auditors for the exercise of their mandate during the financial year closed on December 31, 2014.*

8. Reappointment of the Statutory Auditors.

Proposed resolution: *upon proposal of the Board of Directors and recommendation by the Audit Committee, the General Meeting of Shareholders resolves to reappoint Ernst & Young Bedrijfsrevisoren – Réviseurs d'Entreprises, with registered seat at 1831 Diegem, De Kleetlaan 2, legally represented by Eric Golenvaux, and PVMD Bedrijfsrevisoren – Réviseurs d'Entreprises, with registered seat at 4430 Ans, Rue de l'Yser 207, legally represented by Caroline Baert, for a renewable three-year term ending after the Ordinary General Meeting of 2018. The aggregate remuneration of the Statutory Auditors to be appointed by this General Meeting of Shareholders amounts to 235,000 EUR per year.*

Information for the shareholders

Kindly note that all dates and times mentioned herein are the final deadlines and that these will not be prolonged due to a week-end, holiday or for any other reason.

1. Questions concerning items on the agenda

A time for questions shall be provided during the Meeting.

In addition, shareholders may submit written questions to the Company prior to the Meeting in relation to items on the agenda.

These questions must reach the Company by letter (to the registered seat, Centre Monnaie/Muntcentrum, 1000 Brussels, att. Paul Vanwambeke) or email (to: GeneralMeeting@bpost.be) by **7 May 2015** at the latest.

Questions validly addressed to the Company will be answered during the Meeting. Questions submitted by a shareholder will only be considered if the latter has complied with all admission formalities to attend the Meeting.

2. Amendment to the agenda

Shareholders who individually or jointly own at least 3% of the share capital of the Company can request to add new items to the agenda of the Meeting or submit resolutions to vote (with respect to items included or to be included in the agenda) until **21 April 2015** at the latest (Article 533ter Belgian Companies Code).

Such request will only be valid if, when submitted to the Company, it is accompanied by a relevant document establishing the abovementioned shareholding (i.e. for registered shares, a certificate establishing registration of corresponding shares in the share register of the Company; for dematerialized shares, a certificate established by an authorized account holder or a settlement institution certifying registration of the shares in one or more accounts).

The request, including the text of new agenda items or new proposed resolutions, duly signed by the requesting shareholder, should reach the Company by **21 April 2015** at the latest, either by letter (to the registered seat, Centre Monnaie/Muntcentrum, 1000 Brussels, att. Paul Vanwambeke) or by email (to: GeneralMeeting@bpost.be). The Company will acknowledge receipt to the address as indicated by the shareholder within 48 hours following receipt.

In such instance, the Company will publish an amended agenda and amended proxy forms which shall be available on its website (www.bpost.be/ir) at the latest on **28 April 2015**. Proxies received by the Company before issuance of the amended agenda remain valid for the items covered.

Items or proposed resolutions submitted by one or more shareholders will only be examined by the Meeting if the concerned shareholder(s) complied with all admission formalities to attend the Meeting.

3. Admission formalities

The right of a shareholder to vote at the Meeting is subject to compliance with all formalities described hereunder:

3.1. The registration of ownership of the shares in the name of the shareholder on **29 April 2015 (00.00 AM CET)** (the “**Registration date**”), in the following way:

- for **dematerialized shares**, by the registration of these shares in the name of the shareholder in the accounts of an authorized account holder or settlement institution; or
- for **registered shares**, by the registration of these shares in the name of the shareholder in the share register of the Company.

3.2. The notification by the shareholder of his/her intention to participate in the Meeting, in the following way:

- for **dematerialized shares**, the deposit of a certificate issued by an authorized account holder or settlement institution certifying the number of dematerialized shares held by the shareholder on the Registration Date and for which the shareholder intends to participate in the Meeting. Shareholders are asked to instruct their financial institution to directly inform Euroclear Belgium, by mail (att. Issuer Relations Department, Boulevard du Roi Albert II, 1, 1210 Brussels) or by email (ebe.issuer@euroclear.com), by **7 May 2015**, 4.00 pm (CET) at the latest; and
- for **registered shares**, the deposit of an original paper form (form made available in the individual convocation) signed by the shareholder indicating his intention to participate in the Meeting and the number of shares for which the shareholder wants to participate. The original duly executed form must reach the Company by mail (to the registered seat, Centre Monnaie/Muntcentrum, 1000 Brussels, att. Paul Vanwambeke) by **7 May 2015** at the latest.

4. Exercise of voting rights

4.1. SHAREHOLDERS ATTENDING IN PERSON

Shareholders who wish to attend the Meeting in person have to fulfill the admission requirements mentioned above.

4.2. VOTING BY CORRESPONDENCE

Shareholders may vote by correspondence using the form prepared by the Company available on www.bpost.be/ir. This form in original version, duly completed, dated and signed must reach Euroclear Belgium, att. Issuer Relations Department, Boulevard du Roi Albert II, 1, 1210 Brussels by **7 May 2015**, 4.00 pm (CET) at the latest.

4.3. VOTING BY PROXY

Shareholders may be represented at the Meeting by a proxyholder. The proxyholder must be designated using the proxy form prepared by the Company available on www.bpost.be/ir. The proxy form duly completed, dated and signed must reach Euroclear Belgium, att. Issuer Relations Department, Boulevard du Roi Albert II, 1, 1210 Brussels or by email (ebe.issuer@euroclear.com), by **7 May 2015**, 4.00 pm (CET) at the latest. Communication by electronic means within the same period is allowed provided that the proxyholder produces the original proxy at the latest on the date of the Meeting. Failure to comply with these requirements will result in the Company not acknowledging the powers of the proxyholder.

4.4. IDENTIFICATION AND REPRESENTATION POWERS

In order to attend the Meeting, shareholders or proxyholders must prove their identity and representatives of legal entities must hand over documents establishing their identity and their representation power, at the latest immediately prior to the beginning of the Meeting. In the absence thereof, attendance to the Meeting can be denied.

5. Availability of documents

The documents which will be submitted to the Meeting, together with the agenda of the Meeting, the form to vote by proxy or by correspondence and all information which the law requires to be made available to the shareholders, can be consulted on the website of the Company (www.bpost.be/ir). The shareholders can also obtain copies of these documents at no cost at the registered seat of the Company (Centre Monnaie/Muntcentrum, 1000 Brussels), on business days and during normal office hours.

Communications to the Company

Shareholders who wish to obtain more information on the practical modalities of the Meeting can contact the Company.

Investor Relations

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Brussels, 30 March 2015

For the Board of Directors of bpost SA/NV

Françoise Masai, Chair of the Board of Directors